

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**China Nonferrous Mining Corporation Limited**  
**中國有色礦業有限公司**

*(Incorporated in Hong Kong with limited liability under the Companies Ordinance)*

(Stock Code: 01258)

**CHANGE OF JOINT COMPANY SECRETARY AND AUTHORIZED  
REPRESENTATIVE  
AND  
WAIVER FROM STRICT COMPLIANCE WITH RULE 3.28 AND  
8.17 OF THE LISTING RULES**

The Board announces that the following shall come into effect on 7 March 2022:

- (i) Mr. Yang has resigned as a Joint Company Secretary and Authorized Representative with effect from 7 March 2022;
- (ii) Mr. Zhu has been appointed as a Joint Company Secretary and Authorized Representative with effect from 7 March 2022; and
- (iii) the Company has applied to the Stock Exchange and has been granted a waiver by the Stock Exchange from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules.

**RESIGNATION OF JOINT COMPANY SECRETARY AND AUTHORIZED  
REPRESENTATIVE**

The board of directors (the “**Board**”) of China Nonferrous Mining Corporation Limited (the “**Company**”) announces that Mr. Dayong YANG (“**Mr. Yang**”), due to personal work adjustment, has tendered his resignation as a joint company secretary of the Company (the “**Joint Company Secretary**”) and as an authorized representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with effect from 7 March 2022. Mr. Yang has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

## **APPOINTMENT OF JOINT COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE**

The Board is pleased to announce that Mr. Chaoran ZHU (“**Mr. Zhu**”) has appointed as the Joint Company Secretary and Authorized Representative of the Company in place of Mr. Yang, with effect from 7 March 2022.

Mr. Zhu, aged 34, joined China Nonferrous Metal Mining (Group) Co., Ltd (“**CNMC**”, the controlling shareholder of the Company) in August 2018 and was responsible for capital operation and equity financing and other relevant works. Mr. Zhu began his career as a department director in CNPC Greatwall Drilling Company (“**CNPC Greatwall Drilling**,” a subsidiary of China National Petroleum Corporation) for the period from 2012 to 2016 and was responsible for the administrative and operational affairs of CNPC Greatwall Drilling. From 2016 to 2018, Mr. Zhu successively served as senior management in the securities affairs department and then the general office of CECEP Wind Power Corporation Co., Ltd. (an A share company listed on the Shanghai Stock Exchange). From August 2018 onwards, Mr. Zhu has served as the director of the secretariat of general office, the member of the preparatory group and deputy director of equity financing division of capital operation department in CNMC. Mr. Zhu obtained the bachelor degree in Economics and master degree in Public Administration from Renmin University of China and subsequently obtained the doctoral degree in Laws from China University of Political Science and Law. Mr. Zhu held both the Fund Professional Qualification Certificate issued by the Asset Management Association of China and the Qualification Certificate for Board Secretaries of Listed Companies issued by the Shanghai Stock Exchange.

## **WAIVER FROM STRICT COMPLIANCE WITH RULE 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Zhu currently does not possess the academic or professional qualifications of a company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. The Company has applied to the Stock Exchange and the Stock Exchange has granted a waiver (the “**Waiver**”) from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Zhu as a Joint Company Secretary of the Company for a term of three years commencing from the date (i.e. 7 March 2022) of appointment of Mr. Zhu (the “**Waiver Period**”).

The Waiver was granted on the conditions as follows:

- (i) Mr. Zhu will be assisted by Ms. Man Yi WONG (“**Ms. Wong**”), currently the other Joint Company Secretary of the Company, during the Waiver Period; and
- (ii) this Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek confirmation from the Stock Exchange that Mr. Zhu, having had the benefit of Ms. Wong’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 such that a further waiver will not be necessary. The Stock Exchange may withdraw or change the Waiver if the Company’s situation changes.

Ms. Wong is an incumbent Joint Company Secretary of the Company. She has over 10 years of experience in company secretarial services industry. She has served as the company secretary of Hao Wen Holdings Limited (shares of which are listed on GEM operated by the Stock Exchange) from March 2015 to January 2020. Ms. Wong was previously a Joint Company Secretary of the Company from June 2012 to December 2013. Ms. Wong obtained a bachelor degree of Business Administration (Honours) in Business Management from City University of Hong Kong in 2006 and a master of science degree in Professional Accounting and Corporate Governance in 2009. Ms. Wong is currently an associate member of the Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute. Ms. Wong possesses the requisite qualifications and experience of a company secretary as required under Rule 3.28 of the Listing Rules, and she will remain as a joint company secretary of the Company and will provide assistance to Mr. Zhu during the waiver period with a view to discharging his duties as a Joint Company Secretary.

The Board would like to express its sincere gratitude to Mr. Yang for his valuable contribution to the Company during his tenure as Joint Company Secretary and Authorized Representative and extend its welcome to Mr. Zhu on his new appointments.

By Order of the Board  
**China Nonferrous Mining Corporation Limited**  
**Jinjun ZHANG**  
*Chairman and President*

Beijing, 7 March 2022

*As at the date of this announcement, the Board comprises Mr. Jinjun ZHANG and Mr. Chunlai WANG as executive Directors; Mr. Yaoyu TAN as non-executive Director; and Mr. Dingfan QIU, Mr. Jingwei LIU and Mr. Huanfei GUAN as independent non-executive Directors.*